

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

RECORDATION NO. 18217-4 FILED 1425

JUL 15 1993 11:15 AM

3-196A004

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

INTERSTATE COMMERCE COMMISSION

July 15, 1993

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 18217-4 FILED 1425
JUL 15 1993 11:15 AM
INTERSTATE COMMERCE COMMISSION
MOTOR OPERATING UNIT
JUL 15 11 10 AM '93

Re: Utilicorp United Inc.
Leveraged Lease Financing

Dear Mr. Strickland:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two originals of each of the two secondary documents described below, which secondary documents are related to the previously recorded primary documents identified below. As one of the attorneys representing the Note Purchaser in this transaction, I have knowledge of the matters described in this letter.

The enclosed secondary documents are as follows:

- (1) Lease Supplement No. 4, dated as of July 15, 1993 between Shawmut Bank Connecticut, National Association, as Lessor, and Utilicorp United Inc., as Lessee; and
- (2) Security Agreement Supplement No. 4, dated as of July 15, 1993, between Shawmut Bank Connecticut, National Association, as Owner Trustee, and Wilmington Trust Company, as Security Trustee.

The primary documents to which the secondary documents are connected are as follows:

- (1) Railcar Lease, dated as of April 29, 1993, between Shawmut Bank Connecticut, National Association, as lessor (the "Lessor"), and UtiliCorp United Inc., as lessee (the "Lessee") which was recorded on April 29, 1993 and assigned recordation number 18217; and
- (2) Security Agreement - Trust Deed, dated as of April 29, 1993, between Shawmut Bank Connecticut, National Association, as owner trustee (the "Owner Trustee"), and Wilmington Trust Company, as security trustee (the "Security

Law Offices of
CHAPMAN AND CUTLER

Trustee") which was recorded in April 29, 1993 and assigned recordation number 18217-A.

The names and addresses of the parties to the documents are as follows:

LEASE SUPPLEMENT NO. 4

Lessee: UtiliCorp United Inc.
911 Main Street
Suite 3000
Kansas City, MO 64105

Lessor: Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, Connecticut 06115

SECURITY AGREEMENT SUPPLEMENT NO. 4

Owner Trustee: Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, Connecticut 06115

Security Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

The Lease Supplement No. 4 and the Security Agreement Supplement No. 4 provide, *inter alia*, for the Railcar Lease and the Security Agreement - Trust Deed to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to the Lease Supplement No. 4, namely the road numbers set forth in Exhibit A hereto.

The description of the equipment covered as of the date hereof by the aforesaid Lease Supplement No. 4 and Security Agreement Supplement No. 4 is as set forth on Exhibit A hereto.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Michael G. McGee, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

Law Offices of
CHAPMAN AND CUTLER

A short summary of each of the documents to appear in the index follows:

(1) LEASE SUPPLEMENT NO. 4:

Lease Supplement No. 4 between Shawmut Bank Connecticut, National Association, as Lessor, 777 Main Street, Hartford, Connecticut 06115, and UtiliCorp United Inc., as Lessee, 911 Main Street, Suite 3000, Kansas City, MO 64105, dated as of July 15, 1993, covering 51 rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to such Lease Supplement No. 4, namely road numbers set forth in Exhibit A. The Lease Supplement No. 4 is related to the Railcar Lease between the Lessor and the Lessee dated as of April 29, 1993, which is was previously filed and assigned recordation number 18217.

(2) SECURITY AGREEMENT SUPPLEMENT NO. 4:

Security Agreement Supplement No. 4 between Shawmut Bank Connecticut, National Association, as Owner Trustee, 777 Main Street, Hartford, Connecticut 06115, and Wilmington Trust Company, as Security Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, dated as of July 15, 1993, covering 51 rotary dump gondola cars bearing the road numbers set forth in Schedule A to such Security Agreement Supplement No. 4, namely road numbers set forth in Exhibit A. The Security Agreement Supplement No. 4 is related to the Security Agreement - Trust Deed between the Owner Trustee and the Security Trustee, dated as of April 29, 1993, which was previously filed and assigned recordation number 18217-A.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767) or Karl Williams (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By 
Michael G. McGee

MGM/cs
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rotary Dump Gondola Cars	51	MPSX 93180
		MPSX 93182
		MPSX 93181
		MPSX 93183
		MPSX 93184
		MPSX 93185
		MPSX 93186
		MPSX 93187
		MPSX 93188
		MPSX 93189
		MPSX 93190
		MPSX 93191
		MPSX 93192
		MPSX 93193
		MPSX 93194
		MPSX 93195
		MPSX 93196
		MPSX 93197
		MPSX 93198
		MPSX 93199
		MPSX 93200
		MPSX 93201
		MPSX 93202
		MPSX 93203
		MPSX 93204
		MPSX 93205
		MPSX 93206
		MPSX 93207
		MPSX 93208
		MPSX 93209
		MPSX 93211
		MPSX 93212
		MPSX 93213
		MPSX 93210
		MPSX 93214
		MPSX 93215
		MPSX 93216
		MPSX 93217
		MPSX 93218
		MPSX 93219
		MPSX 93220
		MPSX 93221
		MPSX 93222
		MPSX 93223
		MPSX 93224
		MPSX 93225
		MPSX 93226
		MPSX 93227
		MPSX 93228
		MPSX 93229
		MPSX 93230

Interstate Commerce Commission

Washington, D.C. 20423

7/15/93

OFFICE OF THE SECRETARY

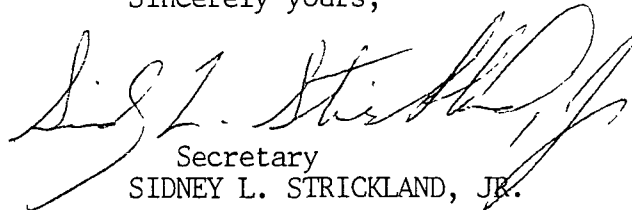
Michael G. McGee, Esq.
Chapman And Cutler
111 West Monroe
Chicago, IL. 60603

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **7/15/93** at **11:15am**, and assigned
recordation number(s). **18217- H & 18217-I**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JUL 15 1993 11:15 AM

LEASE SUPPLEMENT NO. 4

INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 4 dated July 15, 1993 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("*Lessor*"), and UTILICORP UNITED INC., a Delaware corporation ("*Lessee*"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of April 29, 1993 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and accepted by the Lessee. Lessee represents that the Equipment is free and clear of all liens and encumbrances (except Permitted Encumbrances referred to in clauses (i) and (iv) of the definition of such term) and in a condition which in all respects is satisfactory to the Lessee and in compliance with the Lease.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Basic Term with respect thereto is the date of this Lease Supplement No. 4.


4. Lessee hereby certifies that such Purchase Price for the Equipment is \$2,609,193.66.

5. Fixed Rent and Stipulated Loss Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

This Lease Supplement No. 4 has been executed in several counterparts. To the extent, if any, that this Lease Supplement No. 4 constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease Supplement No. 4 may be created through the transfer or possession of any counterpart hereof other than the "Counterpart No. 1". This Counterpart is Counterpart No. 3 of 12. Certain rights of Lessor under the Lease and this Lease Supplement No. 4 have been assigned to, and are subject to a security interest in favor of, Wilmington Trust Company, as Security Trustee under the Security Agreement—Trust Deed dated as of April 29, 1993 between Lessor and the Security Trustee, for the benefit of the holders of the Notes referred to therein.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

UTILICORP UNITED INC., a Delaware
corporation

By 
Its MARY ANN WOLE SENIOR VICE PRESIDENT

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee

By _____
Its _____

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

UTILICORP UNITED INC., a Delaware
corporation

By _____
Its

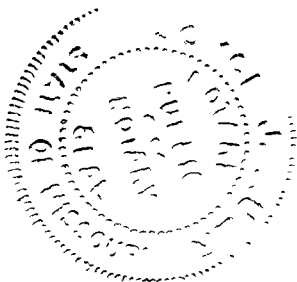
SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee

By Debra A. Johnson
Its **CORPORATE TRUST OFFICER**

STATE OF Missouri)
) SS.:
COUNTY OF Jackson)

On this, the 13th day of July, 1993, before me, a Notary Public in and for said County and State, personally appeared Harry L. Winn, the Managing Sr. V.P. of UTILICORP UNITED INC., who acknowledged himself to be a duly authorized officer of UTILICORP UNITED INC., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Joyce J. Auer
Name: Joyce J. Auer
Notary Public
My Commission Expires: 8-28-95
Residing in Kansas City, Mo

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of July, 1993, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of July, 1993, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of UTILICORP UNITED INC., who acknowledged himself to be a duly authorized officer of UTILICORP UNITED INC., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.: HARTFORD
COUNTY OF HARTFORD)

On this, the 13th day of July, 1993, before me, a Notary Public in and for said County and State, personally appeared Deben Johnson, the CORP. TRUST OFF. of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged herself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally

Name:
Notary Public
My Commission Expires:
Residing in Vernon
SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM EXPIRES MARCH 31, 1995



DESCRIPTION OF EQUIPMENT

EQUIPMENT	QUANTITY	REPORTING MARKS
Bottom Dump Hopper Cars	51	MPSX 93180
		MPSX 93182
		MPSX 93181
		MPSX 93183
		MPSX 93184
		MPSX 93185
		MPSX 93186
		MPSX 93187
		MPSX 93188
		MPSX 93189
		MPSX 93190
		MPSX 93191
		MPSX 93192
		MPSX 93193
		MPSX 93194
		MPSX 93195
		MPSX 93196
		MPSX 93197
		MPSX 93198
		MPSX 93199
		MPSX 93200
		MPSX 93201
		MPSX 93202
		MPSX 93203
		MPSX 93204
		MPSX 93205
		MPSX 93206
		MPSX 93207
		MPSX 93208
		MPSX 93209
		MPSX 93211
		MPSX 93212
		MPSX 93213
		MPSX 93210
		MPSX 93214
		MPSX 93215
		MPSX 93216
		MPSX 93217
		MPSX 93218
		MPSX 93219
MPSX 93220		
MPSX 93221		
MPSX 93222		
MPSX 93223		
MPSX 93224		
MPSX 93225		
MPSX 93226		
MPSX 93227		
MPSX 93228		
MPSX 93229		
MPSX 93230		

SCHEDULE 1
(to Lease Supplement No. 4)

**SCHEDULE OF FIXED RENT AND STIPULATED LOSS VALUE
RATE FACTORS**

I. FIXED RENT

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE ITEM OF EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
1/15/94	4.81815696 %
7/15/94	4.81815696 %
1/15/95	4.81815696 %
7/15/95	4.81815696 %
1/15/96	4.81815696 %
7/15/96	4.81815696 %
1/15/97	4.81815696 %
7/15/97	4.81815696 %
1/15/98	4.81815696 %
7/15/98	4.81815696 %
1/15/99	4.81815696 %
7/15/99	4.81815696 %
1/15/00	4.81815696 %
7/15/00	4.81815696 %
1/15/01	4.81815696 %
7/15/01	4.81815696 %
1/15/02	4.81815696 %
7/15/02	4.81815696 %
1/15/03	4.81815696 %
7/15/03	4.81815696 %
1/15/04	4.81815696 %
7/15/04	4.81815696 %
1/15/05	4.81815696 %
7/15/05	4.81815696 %
1/15/06	4.81815696 %
7/15/06	4.81815696 %
1/15/07	4.81815696 %
7/15/07	4.81815696 %
1/15/08	4.81815696 %
7/15/08	4.81815696 %

II. STIPULATED LOSS VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
----------------------	---

7/15/93	106.98433
1/15/94	106.98636
7/15/94	106.64414
1/15/95	105.85846
7/15/95	104.74086
1/15/96	103.31711
7/15/96	101.64248
1/15/97	99.74009
7/15/97	97.64810
1/15/98	95.39227
7/15/98	93.00792
1/15/99	90.53356
7/15/99	87.96579
1/15/00	85.30109
7/15/00	82.53580
1/15/01	79.66611
7/15/01	76.68810
1/15/02	73.60503
7/15/02	70.44368
1/15/03	67.21072
7/15/03	63.89599
1/15/04	60.49991
7/15/04	57.01914
1/15/05	53.59634
7/15/05	50.13519
1/15/06	46.64974
7/15/06	43.13301
1/15/07	39.60055
7/15/07	36.04542
1/15/08	32.48488
7/15/08	29.00000